

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 7
)
DECURTIS HOLDINGS LLC, *et al.*,¹) Case No. 23-10548 (JKS)
)
Debtors.) (Jointly Administered)
)
) **Hearing Date:**
) **Objection Deadline: October 10, 2023 at 4:00 p.m. (ET)**

**SUMMARY OF COMBINED FOURTH MONTHLY AND FINAL
APPLICATION OF POTTER ANDERSON & CORROON LLP FOR
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE (I) MONTHLY PERIOD AUGUST 1, 2023 THROUGH AUGUST 29, 2023
AND (II) FINAL PERIOD APRIL 30, 2023 THROUGH AUGUST 29, 2023**

| | |
|---|--|
| Name of Applicant: | <u>Potter Anderson & Corroon LLP</u> |
| Authorized to Provide Professional Services to: | <u>the above-captioned Debtors and Debtors in Possession</u> |
| Date of Retention: | <u>June 5, 2023 effective as of April 30, 2023</u> |
| Monthly Period for which compensation and reimbursement are sought: | <u>August 1, 2023 through August 29, 2023</u> |
| Monthly Amount of Compensation sought as actual, reasonable, and necessary: | <u>\$116,596.00</u> |
| Monthly Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | <u>\$824.69</u> |
| Final Period for which compensation and reimbursement are sought: | <u>April 30, 2023 through August 29, 2023</u> |
| Amount of Final Compensation sought as actual, reasonable, and necessary: | <u>\$908,549.00</u> |

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (9241). The location of the Debtors' service address in these chapter 7 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

Amount of Final Expense Reimbursement
sought as actual, reasonable, and necessary: \$87,618.12

This is a(n): X monthly interim X final

Previously Filed Applications:

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Pending Approval / Approved Fees (80%) | Pending Approval / Approved Expenses (100%) |
|-------------------------------------|-------------------------------------|---------------------|--------------------|--|---|
| June 16, 2023 [Docket No. 248] | April 30, 2023 – May 31, 2023 | \$283,789.50 | \$4,233.15 | \$227,031.60 | \$4,233.15 |
| July 17, 2023 [Docket No. 366] | June 1, 2023 – June 30, 2023 | \$212,232.00 | \$8,333.65 | \$169,785.60 | \$8,333.65 |
| August 15, 2023 [Docket No. 467] | July 1, 2023 – July 31, 2023 | \$295,931.50 | \$74,226.63 | \$236,745.20 | \$74,226.63 |
| Filed herewith | August 1, 2023 – August 29, 2023 | \$116,596.00 | \$824.69 | \$93,276.80 | \$824.69 |
| TOTAL | | \$908,549.00 | \$87,618.12 | \$726,839.20 | \$87,618.12 |

MONTHLY COMPENSATION BY PROFESSIONAL
AUGUST 1, 2023 THROUGH AUGUST 29, 2023

| Name of Professional Individual | Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice | Hourly Billing Rate (including changes) | Total Hours Billed | Total Compensation |
|---------------------------------|---|---|--------------------|---------------------|
| Christopher M. Samis | Joined firm as a Partner in 2019. Member of DE & PA Bars since 2006. | \$865 | 24.4 | \$21,106.00 |
| L. Katherine Good | Joined firm as Partner in 2019. Member of PA Bar since 2007. Member of DE Bar since 2008. | \$830 | 25.5 | \$21,165.00 |
| Aaron H. Stulman | Joined firm as an Associate in 2019. Partner in 2023. Member of DE Bar since 2012. Member of NY Bar since 2014. | \$675 | 37.8 | \$25,515.00 |
| Gregory J. Flasser | Joined firm as an Associate in 2023. Member of DE Bar since 2015 and NJ Bar since 2016. | \$585 | 0.6 | \$351.00 |
| Sameen Rizvi | Joined firm as an Associate in 2021. Member of the DE Bar since 2022. | \$460 | 49.1 | \$22,586.00 |
| Levi Akkerman | Joined firm as an Associate in 2022. Member of the DE Bar since 2022. | \$440 | 20.8 | \$9,152.00 |
| Michelle M. Dero | Joined firm as Paralegal in 2022. Paralegal since 1997. | \$350 | 11.0 | \$3,850.00 |
| Melissa L. Romano | Joined firm as a Paralegal in 2023. Paralegal since 2003. | \$350 | 1.2 | \$420.00 |
| Kristin A. McCloskey | Joined firm as a Paralegal in 2023. Paralegal since 2004. | \$350 | 3.8 | \$1,330.00 |
| Lauren C. Huber | Joined firm as a Paralegal in 2019. Paralegal since 2018. | \$330 | 33.7 | \$11,121.00 |
| TOTAL | | 207.9 | | \$116,596.00 |
| | | Grand Total | | \$116,596.00 |
| | | Attorney Compensation | | \$99,875.00 |
| | | Total Attorney Hours | | 158.2 |
| | | Blended Attorney Rate | | \$631.32 |

FINAL COMPENSATION BY PROFESSIONAL
APRIL 30, 2023 THROUGH AUGUST 29, 2023

| Name of Professional Individual | Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice | Hourly Billing Rate (including changes) | Total Hours Billed | Total Compensation |
|---------------------------------|---|---|--------------------|--------------------|
| Michael W. Whittaker | Joined firm as an Associate in 2000. Partner in 2008. Member of DE Bar since 2000. Member of FL since 2003. | \$920 | 1.3 | \$1,196.00 |
| Christopher M. Samis | Joined firm as a Partner in 2019. Member of DE & PA Bars since 2006. | \$865 | 176.6 | \$152,759.00 |
| L. Katherine Good | Joined firm as Partner in 2019. Member of PA Bar since 2007. Member of DE Bar since 2008. | \$830 | 193.3 | \$160,439.00 |
| Aaron H. Stulman | Joined firm as an Associate in 2019. Partner in 2023. Member of DE Bar since 2012. Member of NY Bar since 2014. | \$675 | 277.2 | \$187,110.00 |
| R. Stephen McNeill | Joined firm as an Associate in 2008. Counsel in 2019. Member of DE Bar since 2008. | \$705 | 0.8 | \$564.00 |
| Gregory J. Flasser | Joined firm as an Associate in 2023. Member of DE Bar since 2015 and NJ Bar since 2016. | \$585 | 97.2 | \$56,862.00 |
| Maria Kotsiras | Joined firm as an Associate in 2023. Member of DE Bar since 2022. | \$460 | 12.1 | \$5,566.00 |
| Sameen Rizvi | Joined firm as an Associate in 2021. Member of the DE Bar since 2022. | \$460 | 301.1 | \$138,506.00 |

| | | | | |
|----------------------|---|------------------------------|-------|---------------------|
| Levi Akkerman | Joined firm as an Associate in 2022. Member of the DE Bar since 2022. | \$440 | 181.9 | \$80,036.00 |
| Cynthia M. Caskey | Joined firm as a Paralegal in 2013. Paralegal since 1996. | \$410 | 0.5 | \$205.00 |
| Michelle M. Dero | Joined firm as Paralegal in 2022. Paralegal since 1997. | \$350 | 29.6 | \$10,360.00 |
| Melissa L. Romano | Joined firm as a Paralegal in 2023. Paralegal since 2003. | \$350 | 7.1 | \$2,485.00 |
| Kristin A. McCloskey | Joined firm as a Paralegal in 2023. Paralegal since 2004. | \$350 | 43.2 | \$15,120.00 |
| Lauren C. Huber | Joined firm as a Paralegal in 2019. Paralegal since 2018. | \$330 | 288.1 | \$95,073.00 |
| Litigation Support | In-house Technology and Computer Support for Potter Anderson. | \$270 | 8.4 | \$2,268.00 |
| TOTAL | | 1,618.4 | | \$908,549.00 |
| | | Grand Total | | \$908,549.00 |
| | | Attorney Compensation | | \$783,038.00 |
| | | Total Attorney Hours | | 1,241.5 |
| | | Blended Attorney Rate | | \$630.72 |

MONTHLY COMPENSATION BY PROJECT CATEGORY
AUGUST 1, 2023 THROUGH AUGUST 29, 2023

| Project Category | Hours | Amount |
|--|--------------|---------------------|
| Asset Analysis and Recovery (AA) | 0.0 | \$0.00 |
| Litigation/Adversary Proceedings (AP) | 86.5 | \$48,750.00 |
| Business Operations (BO) | 8.7 | \$6,247.00 |
| Case Administration (CA) | 16.9 | \$8,427.00 |
| Court Appearances/Communications/Hearings (CH) | 32.1 | \$17,325.50 |
| Creditor Inquiries (CI) | 1.4 | \$1,086.00 |
| Financing/Cash Collateral/DIP (CR) | 7.9 | \$5,846.00 |
| Employment Applications/Objections (EA) | 5.8 | \$2,759.50 |
| Employee Benefits/Pensions (EB) | 0.6 | \$498.00 |
| Executory Contracts and Leases (EC) | 3.6 | \$1,823.00 |
| Fee Applications/Objections (FA) | 23.8 | \$11,910.50 |
| Tax Issues/Corporate Matters (MA) | 0.1 | \$44.00 |
| Committee Communications/Meetings (MC) | 0.0 | \$0.00 |
| Relief from Stay Proceedings (MR) | 1.9 | \$1,173.00 |
| Claims Administration and Objections (PC) | 0.0 | \$0.00 |
| Plan and Disclosure Statement (PL) | 0.2 | \$166.00 |
| Asset Disposition/Use, Sale (SA) | 12.2 | \$6,517.50 |
| Communications with Debtors or Trustee (TR) | 6.0 | \$3,888.00 |
| Utilities (UM) | 0.2 | \$135.00 |
| Valuation (VT) | 0.0 | \$0.00 |
| Non-Working Travel (NWT) | 0.0 | \$0.00 |
| TOTAL | 207.9 | \$116,596.00 |

FINAL COMPENSATION BY PROJECT CATEGORY
APRIL 30, 2023 THROUGH AUGUST 29, 2023

| Project Category | Hours | Amount |
|--|----------------|---------------------|
| Asset Analysis and Recovery (AA) | 0.0 | \$0.00 |
| Litigation/Adversary Proceedings (AP) | 450.3 | \$259,636.00 |
| Business Operations (BO) | 91.6 | \$52,780.00 |
| Case Administration (CA) | 92.8 | \$45,337.50 |
| Court Appearances/Communications/Hearings (CH) | 462.1 | \$243,515.00 |
| Creditor Inquiries (CI) | 4.1 | \$3,049.00 |
| Financing/Cash Collateral/DIP (CR) | 84.0 | \$59,040.50 |
| Employment Applications/Objections (EA) | 137.1 | \$75,946.00 |
| Employee Benefits/Pensions (EB) | 3.3 | \$1,859.00 |
| Executory Contracts and Leases (EC) | 54.9 | \$31,106.50 |
| Fee Applications/Objections (FA) | 57.6 | \$28,065.50 |
| Tax Issues/Corporate Matters (MA) | 3.9 | \$1,897.50 |
| Committee Communications/Meetings (MC) | 0.4 | \$332.00 |
| Relief from Stay Proceedings (MR) | 15.9 | \$11,145.00 |
| Claims Administration and Objections (PC) | 32.7 | \$18,177.00 |
| Plan and Disclosure Statement (PL) | 0.2 | \$166.00 |
| Asset Disposition/Use, Sale (SA) | 90.8 | \$53,288.00 |
| Communications with Debtors or Trustee (TR) | 23.9 | \$16,248.50 |
| Utilities (UM) | 12.8 | \$6,960.00 |
| Valuation (VT) | 0.0 | \$0.00 |
| Non-Working Travel (NWT) | 0.0 | \$0.00 |
| TOTAL | 1,618.4 | \$908,549.00 |

MONTHLY EXPENSE CATEGORY
AUGUST 1, 2023 THROUGH AUGUST 29, 2023

| Expense Category | Amount |
|---|-----------------|
| Copies (10 cents per page) | \$0.00 |
| Color Copies (25 cents per page) | \$0.00 |
| Digital Scanning/Reproduction (DLS) | \$175.00 |
| Legal Research – Westlaw | \$10.34 |
| Postage | \$0.00 |
| Federal Express | \$0.00 |
| Long Distance / Client Telephone | \$0.00 |
| Miscellaneous Court Costs (Lien Search) | \$15.00 |
| Pacer Electronic Records | \$456.80 |
| Special Delivery, Litigation Support Requests & Daily Runner Services (Parcels, Inc.) | \$9.00 |
| Court Reporter (Reliable) | \$78.65 |
| Travel/Lodging | \$0.00 |
| Meals | \$79.90 |
| TOTAL | \$824.69 |

BUSINESS MEAL DETAIL

| Date | Provider | Meal & Number of People | Description | Amount |
|--------------|-----------------|------------------------------------|--------------------------|----------------|
| 8/21/23 | Terra Cafe | Lunch for 3 | Post hearing discussions | \$79.90 |
| TOTAL | | | | \$79.90 |

FINAL EXPENSE CATEGORY
APRIL 30, 2023 THROUGH AUGUST 29, 2023

| Expense Category | Amount |
|---|--------------------|
| Copies (10 cents per page) | \$0.00 |
| Color Copies (25 cents per page) | \$0.00 |
| Digital Scanning/Reproduction (DLS) | \$21,851.35 |
| Legal Research – Westlaw | \$14.15 |
| Postage | \$0.00 |
| Federal Express | \$0.00 |
| Long Distance / Client Telephone | \$0.00 |
| Miscellaneous Court Costs (Lien Search) | \$541.00 |
| Pacer Electronic Records | \$459.80 |
| Special Delivery, Litigation Support Requests & Daily Runner Services (Parcels, Inc.) | \$32,614.53 |
| Court Reporter (Reliable) | \$13,101.14 |
| Travel/Lodging | \$11,088.59 |
| Meals | \$7,947.56 |
| TOTAL | \$87,618.12 |

| BUSINESS MEAL DETAIL | | | | |
|----------------------|-----------------|-------------------------|---|----------|
| Date | Provider | Meal & Number of People | Description | Amount |
| 4/30/23 | Opa Opa | Dinner for 6 | Preparation of First Day Motions and Orders | \$116.88 |
| 5/1/23 | Acme | Breakfast for 6 | Preparation of First Day Motions and Orders | \$83.49 |
| 5/1/23 | Bardea Steak | Dinner for 3 | Preparations for First Day Hearing | \$150.00 |
| 5/23/23 | Panera Bread | Lunch for 5 | Second Day Hearing Preparations | \$134.76 |
| 5/25/23 | Manhattan Bagel | Breakfast for 7 | DIP Hearing Preparations | \$151.88 |
| 6/6/23 | The Quoin Hotel | Dinner for 6 | Preparation for June 7 th Hearing | \$350.00 |
| 6/7/23 | Panera Bread | Breakfast for 6 | Preparation for June 7 th Hearing | \$163.94 |
| 6/7/23 | Chelsea Tavern | Lunch for 6 | Continued preparation during June 7 th hearing break | \$130.80 |
| 7/16/23 | Opa Opa | Dinner for 2 | Trial Preparation | \$40.32 |
| 7/16/23 | Bar Reverie | Dinner for 3 | Trial Preparation | \$150.00 |
| 7/17/23 | Manhattan Bagel | Breakfast for 20 | Trial Preparation | \$248.36 |
| 7/17/23 | Cavanaugh's | Lunch for 20 | Trial Preparation | \$422.71 |
| 7/17/23 | Cavanaugh's | Dinner for 20 | Trial Preparation | \$729.30 |
| 7/17/23 | Acme | Snacks for 20 | Trial Preparation | \$62.13 |
| 7/18/23 | PureBread | Breakfast for 20 | Trial Preparation | \$180.75 |
| 7/18/23 | Capriotti's | Lunch for 20 | Trial Preparation | \$218.38 |
| 7/18/23 | Opa Opa | Dinner for 20 | Trial Preparation | \$474.00 |
| 7/18/23 | Bardea | Dinner for 3 | Trial Preparation | \$88.50 |
| 7/18/23 | ShopRite | Snacks for 20 | Trial Preparation | \$124.30 |
| 7/19/23 | IHOP | Breakfast for 20 | Trial Preparation | \$360.00 |
| 7/19/23 | Wegmans | Lunch for 20 | Trial Preparation | \$163.00 |

| | | | | |
|--------------|--------------------|------------------|-----------------------------------|-------------------|
| 7/19/23 | Stitch House | Lunch for 7 | Trial Preparation | \$245.00 |
| 7/19/23 | Sherm's Catering | Dinner for 20 | Trial Preparation | \$533.00 |
| 7/19/23 | Bardea Steak | Dinner for 5 | Trial Preparation | \$250.00 |
| 7/20/23 | Manhattan Bagel | Breakfast for 20 | Trial Preparation | \$469.68 |
| 7/20/23 | Cavanaugh's | Lunch for 20 | Trial Preparation | \$446.16 |
| 7/20/23 | Food for Thought | Dinner for 20 | Working dinner following trial | \$646.20 |
| 7/20/23 | Farmer and the Cow | Dinner for 14 | Working dinner following trial | \$635.25 |
| 7/21/23 | Wawa | Breakfast for 20 | Working breakfast following trial | \$98.87 |
| 8/21/23 | Terra Cafe | Lunch for 3 | Post hearing discussions | \$79.90 |
| TOTAL | | | | \$7,947.56 |

TRAVEL DETAIL

| Date | Provider | Destination & Number of People | Amount |
|-------------------|-------------------------|---|---------------|
| 5/1/23 | Staybridge Suites | Sameen Rizvi – Lodging following first day filings and preparation of first day hearing | \$185.90 |
| 5/4/23 | Lyft | Sameen Rizvi – Travel for first day hearing | \$6.99 |
| 6/6/23 | The Quoin Hotel | Derek Fournier – Lodging for June 7 Hearing | \$419.81 |
| 6/7/23 | Campbell Transportation | Derek Fournier – Travel from Wilmington to Philadelphia following June 7 Hearing | \$146.79 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Nicholas Groombridge – Lodging for Trial | \$874.50 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Jennifer Wu – Lodging for Trial | \$874.50 |
| 7/16/23 – 7/20/23 | Staybridge Suites | Evan Lazerowitz – Lodging for Trial | \$874.50 |

| | | | |
|----------------------|----------------------|--------------------------------------|--------------------|
| 7/17/23 – 7/21/23 | Staybridge Suites | Cullen Speckhart – Lodging for Trial | \$699.60 |
| 7/19/23 – 7/20/23 | Staybridge Suites | Stephen Smith – Lodging for Trial | \$349.80 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Derek Fournier – Lodging for Trial | \$878.50 |
| 7/17/23 – 7/21/23 | Staybridge Suites | Joseph Carino – Lodging for Trial | \$699.60 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Chih-wei Wu – Lodging for Trial | \$874.50 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Ben Hsu – Lodging for Trial | \$880.50 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Kyle Bersani – Lodging for Trial | \$874.50 |
| 7/16/23 – 7/21/23 | Staybridge Suites | Sayem Osman – Lodging for Trial | \$874.50 |
| 7/16/23 – 7/20/23 | Staybridge Suites | Jim Learish – Lodging for Trial | \$874.50 |
| 7/17/23 – 7/21/23 | Staybridge Suites | Apruva Saxena – Lodging for Trial | \$699.60 |
| TOTAL | | | \$11,088.59 |

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---|---|---|
| In re: |) | Chapter 7 |
| |) | |
| DECURTIS HOLDINGS LLC, <i>et al.</i> ¹ |) | Case No. 23-10548 (JKS) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Hearing Date: |
| | | Objection Deadline: October 10, 2023 at 4:00 p.m. (ET) |

**COMBINED FOURTH MONTHLY AND FINAL
APPLICATION OF POTTER ANDERSON & CORROON LLP FOR
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE (I) MONTHLY PERIOD AUGUST 1, 2023 THROUGH AUGUST 29, 2023
AND (II) FINAL PERIOD APRIL 30, 2023 THROUGH AUGUST 29, 2023**

Pursuant to Sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 174] (the “Administrative Order”) and the *Order Granting Emergency Motion of the Debtors (I) for an Order, Pursuant to Section 1112(A) and (B) of the Bankruptcy Code, Converting the Debtors’ Cases to Cases Under Chapter 7 (II) Establishing a Deadline for Filing Final Chapter 11 Fee Applications and Setting a Hearing Thereon and (III) Granting Related Relief* [Docket No. 545] (the “Conversion Order”), Potter Anderson & Corroon LLP (“Potter Anderson”) hereby files this *Combined Fourth Monthly and Final Application of Potter Anderson & Corroon*

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor’s federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (9241). The location of the Debtors’ service address in these chapter 7 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the (I) Monthly Period August 1, 2023 Through August 29, 2023 and (II) Final Period April 30, 2023 Through August 29, 2023 (the “Application”). By the Application, Potter Anderson seeks a monthly allowance pursuant to the Administrative Order and the Conversion Order with respect to the sums of \$116,596.00 as compensation and \$824.69 for reimbursement of actual and necessary expenses, for a total of \$117,420.69 for the period August 1, 2023 through and including August 29, 2023 (the “Monthly Compensation Period”) and a final allowance with respect to the sums of \$908,549.00 as compensation and \$87,618.12 for reimbursement of actual and necessary expenses, for a total of \$996,167.12 for the period April 30, 2023 through and including August 29, 2023 (the “Final Compensation Period”). In support of this Application, Potter Anderson respectfully represents as follows:

Background

1. On April 30, 2023 (the “Petition Date”), DeCurtis Holdings LLC and its affiliated debtor (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”) commencing the above-captioned chapter 11 cases (the “Chapter 11 Cases”).
2. The Debtors have continued possession of its property and have continued to operate and maintain their business as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.
3. Potter Anderson was retained effective as of the Petition Date by this Court’s Order, dated June 5, 2023 [Docket No. 214] (the “Retention Order”). The Retention Order authorized Potter Anderson to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

Compensation Paid and its Source

4. All services for which compensation are requested by Potter Anderson were performed for or on behalf of the Debtors.

5. Potter Anderson has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application, except to the extent otherwise disclosed. There is no agreement or understanding between Potter Anderson and any other person other than the Partners of Potter Anderson for the sharing of compensation to be received for services rendered in these cases.

Fee Statement

6. The fee statement for the Monthly Compensation Period is attached hereto as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for the Monthly Compensation Period. To the best of Potter Anderson's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rule 2016-2, applicable Third Circuit law, the Administrative Order and the Conversion Order. The fee statements related to the Final Compensation Period (other than the Monthly Compensation Period) was attached as **Exhibit A** to the previously filed monthly fee applications.

Actual and Necessary Expenses

7. A summary of actual and necessary expenses and daily logs of expenses incurred by Potter Anderson during the Monthly Compensation Period is attached hereto as **Exhibit B**. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for the Monthly Compensation Period. A summary of actual and necessary expenses and daily logs of expenses incurred by Potter Anderson during the Final Compensation

Period (other than the Monthly Compensation Period) are attached as Exhibit B to the previously filed monthly fee applications. Potter Anderson charges all of its bankruptcy clients \$0.10 per page for photocopying expenses (\$0.80 for color copies) and \$0.10 per page for printing. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges. To the best of Potter Anderson's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rule 2016-2, applicable Third Circuit law, the Administrative Order and the Conversion Order.

8. Regarding providers of online legal research (*e.g.*, LEXIS and WESTLAW), Potter Anderson currently is under contract to pay these providers at an agreed upon discounted rate. Further, Potter Anderson passes such discount onto its clients by charging clients a pro-rated rate, based on searches ran, of Potter Anderson's discounted rate with the online-providers.

9. Potter Anderson believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Potter Anderson believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

10. The Potter Anderson attorneys who have rendered professional services in these cases for the Monthly Compensation Period are as follows: Christopher M. Samis, L. Katherine Good, Aaron H. Stulman, Gregory J. Flasser, Sameen Rizvi and Levi Akkerman. The paraprofessionals who have provided services to these attorneys in these cases for the Monthly Compensation Period are as follows: Michelle M. Dero, Melissa L. Romano, Kristin A. McCloskey and Lauren C. Huber.

11. The Potter Anderson attorneys who have rendered professional services in these cases for the Final Compensation Period are as follows: Michael W. Whittaker, Christopher M. Samis, L. Katherine Good, Aaron H. Stulman, R. Stephen McNeill, Gregory J. Flasser, Maria Kotsiras, Sameen Rizvi and Levi Akkerman. The paraprofessionals who have provided services to these attorneys in these cases for the Final Compensation Period are as follows: Cynthia M. Caskey, Michelle M. Dero, Melissa L. Romano, Kristin A. McCloskey, Lauren C. Huber and Litigation Support.

12. Potter Anderson, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases and has performed all necessary professional services, which are described and narrated in detail hereinafter.

AA. Asset Analysis and Recovery

Monthly Compensation Fees: \$0.00 Total Hours: 0.0

Final Compensation Fees: \$0.00; Total Hours: 0.0

This category includes all matters related to investigation of Debtors' assets other than for litigation, valuation or sale purposes.

AP. Litigation/Adversary Proceedings

Monthly Compensation Fees: \$48,750.00 Total Hours: 86.5

Final Compensation Fees: \$259,636.00; Total Hours: 450.3

This category includes all matters relating to litigation and adversary proceedings.

BO. Business Operations

Monthly Compensation Fees: \$6,247.00 Total Hours: 8.7

Final Compensation Fees: \$52,780.00; Total Hours: 91.6

This category includes all matters related to transactional corporate governance, and other matters involving the Debtors' business operations that are not part of a plan of reorganization or disclosure statement.

CA. Case Administration

Monthly Compensation Fees: \$8,427.00 Total Hours: 16.9

Final Compensation Fees: \$45,337.50; Total Hours: 92.8

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, critical date lists, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

CH. Court Appearances/Communications/Hearings

Monthly Compensation Fees: \$17,325.50 Total Hours: 32.1

Final Compensation Fees: \$243,515.00; Total Hours: 462.1

This category includes all matters relating to preparation for and attendance at court hearings.

CI. Creditor Inquiries

Final Compensation Fees: \$3,049.00; Total Hours: 4.1

This category includes all matters related to responding to creditor inquiries.

CR. Financing/Cash Collateral/DIP

Monthly Compensation Fees: \$5,846.00 Total Hours: 7.9

Final Compensation Fees: \$59,040.50; Total Hours: 84.0

This category includes all matters relating to the negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

EA. Employment Applications/Objections

Monthly Compensation Fees: \$2,759.50 Total Hours: 5.8

Final Compensation Fees: \$75,946.00; Total Hours: 137.1

This category includes all matters related to preparing applications to retain Potter Anderson, time spent reviewing applications for retention of other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

EB. Employee Benefits/Pensions

Final Compensation Fees: \$1,859.00; Total Hours: 3.3

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA and retirement benefits.

EC. Executory Contracts and Leases

Monthly Compensation Fees: \$1,823.00 Total Hours: 3.6

Final Compensation Fees: \$31,106.50; Total Hours: 54.9

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

FA. Fee Applications/Objections

Monthly Compensation Fees: \$11,910.50 Total Hours: 23.8

Final Compensation Fees: \$28,065.50; Total Hours: 57.6

This category includes all time spent preparing, reviewing, filing and circulating monthly invoices and fee applications for Potter Anderson and other professionals, reviewing and objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

MA. Tax Issues/Corporate Matters

Monthly Compensation Fees: \$44.00 Total Hours: 0.1

Final Compensation Fees: \$1,897.50; Total Hours: 3.9

This category includes all federal and state income, property, employment, excise and other tax matters, other than tax aspects of the plan or reorganization.

MC. Committee Communications/Meetings

Monthly Compensation Fees: \$0.00 Total Hours: 0.0

Final Compensation Fees: \$332.00; Total Hours: 0.4

This category includes all communications and meetings with or between the Committee and its counsel.

MR. Relief from Stay Proceedings

Monthly Compensation Fess: \$1,173.00 Total Hours: 1.9

Interim Compensation Fees: \$11,145.00; Total Hours: 15.9

This category includes all matters related to drafting, negotiations and objections related to stay relief motions.

PC. Claims Administration and Objections

Monthly Compensation Fess: \$0.00 Total Hours: 0.0

Final Compensation Fees: \$18,177.00; Total Hours: 32.7

This category includes all matters related to claims administration and bar date issues and claims objections and related contested matters.

PL. Plan and Disclosure Statement

Monthly Compensation Fess: \$166.00 Total Hours: 0.2

Final Compensation Fees: \$166.00; Total Hours: 0.2

This category includes all matters related to the review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements and related corporate documentation and all research relating thereto.

SA. Asset Disposition/Use, Sale

Monthly Compensation Fess: \$6,517.50 Total Hours: 12.2

Final Compensation Fees: \$53,288.00; Total Hours: 90.8

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

TR. Communications with Debtors or Trustee

Monthly Compensation Fess: \$3,888.00 Total Hours: 6.0

Final Compensation Fees: \$16,248.50; Total Hours: 23.9

This category includes all communications with the Debtors or their advisors related to the bankruptcy cases and not otherwise subsumed within another category.

UM. Utilities

| | |
|--------------------------------------|-------------------|
| Monthly Compensation Fess: \$135.00 | Total Hours: 0.2 |
| Final Compensation Fees: \$6,960.00; | Total Hours: 12.8 |

This category includes all matters related to utility issues.

VT. Valuation

| | |
|-----------------------------------|------------------|
| Monthly Compensation Fess: \$0.00 | Total Hours: 0.0 |
| Final Compensation Fees: \$0.00; | Total Hours: 0.0 |

This category includes all matters related to valuation of assets.

NWT. Non-Working Travel

| | |
|-----------------------------------|------------------|
| Monthly Compensation Fees: \$0.00 | Total Hours: 0.0 |
| Final Compensation Fees: \$0.00; | Total Hours: 0.0 |

This category includes all time not otherwise chargeable.

Valuation of Services

13. Attorneys and paraprofessionals of Potter Anderson have expended a total of 207.9 hours in connection with this matter during the Monthly Compensation Period, as follows:

| <u>ATTORNEYS</u> | <u>HOURS</u> | <u>HOURLY RATE</u> |
|--------------------------|--------------|--------------------|
| Christopher M. Samis | 24.4 | \$865 |
| L. Katherine Good | 25.5 | \$830 |
| Aaron H. Stulman | 37.8 | \$675 |
| Gregory J. Flasser | 0.6 | \$585 |
| Sameen Rizvi | 49.1 | \$460 |
| Levi Akkerman | 20.8 | \$440 |
| <u>PARAPROFESSIONALS</u> | <u>HOURS</u> | <u>HOURLY RATE</u> |
| Michelle M. Dero | 11.0 | \$350 |
| Melissa L. Romano | 1.2 | \$350 |
| Kristin A. McCloskey | 3.8 | \$350 |
| Lauren C. Huber | 33.7 | \$330 |

14. Attorney and paraprofessionals of Potter Anderson have expended a total of 1,618.4 hours in connection with this matter during the Final Compensation Period, as follows:

| <u>ATTORNEYS</u> | <u>HOURS</u> | <u>HOURLY RATE</u> |
|--------------------------|--------------|--------------------|
| Michael W. Whittaker | 1.3 | \$920 |
| Christopher M. Samis | 176.6 | \$865 |
| L. Katherine Good | 193.3 | \$830 |
| Aaron H. Stulman | 277.2 | \$675 |
| R. Stephen McNeill | 0.8 | \$705 |
| Gregory J. Flasser | 97.2 | \$585 |
| Maria Kotsiras | 12.1 | \$460 |
| Sameen Rizvi | 301.1 | \$460 |
| Levi Akkerman | 181.9 | \$440 |
| <u>PARAPROFESSIONALS</u> | <u>HOURS</u> | <u>HOURLY RATE</u> |
| Cynthia M. Caskey | 0.5 | \$410 |
| Michelle M. Dero | 29.6 | \$350 |
| Melissa L. Romano | 7.1 | \$350 |
| Kristin A. McCloskey | 43.2 | \$350 |
| Lauren C. Huber | 288.1 | \$330 |
| Litigation Support | 8.4 | \$270 |

15. The nature of the work performed by these persons during the Monthly Compensation Period is fully set forth in Exhibit A attached hereto. These are Potter Anderson's normal hourly rates for work of this character. The reasonable value of the services rendered by Potter Anderson to the Debtors during the Monthly Compensation Period is \$116,596.00 and during the Final Compensation Period is \$908,549.00.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Potter Anderson is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under this title. Moreover, Potter Anderson has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, Potter Anderson respectfully requests that the Court authorize that for the Monthly Compensation Period, an allowance be made to Potter Anderson pursuant to the terms of the Administrative Order and the Conversion Order, with respect to the sum of \$116,596.00 as compensation for necessary professional services rendered and the sum of \$824.69 as reimbursement of actual necessary costs and expenses, for a total of \$117,420.69 and that for the Final Compensation Period, an allowance be made to Potter Anderson pursuant to the terms of the Administrative Order and the Conversion Order, with respects to the sum of \$908,549.00 as compensation for necessary professional services rendered and the sum of \$87,618.12 as reimbursement of actual necessary costs and expenses, for a total of \$996,167.12 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: September 18, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Levi Akkerman

Christopher M. Samis (No. 4909)

L. Katherine Good (No. 5101)

Aaron H. Stulman (No. 5807)

Levi Akkerman (No. 7015)

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Counsel for Debtors

VERIFICATION

I, Christopher M. Samis, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury that the following statements are true and correct to the best of my knowledge and based on the information and records available to me:

- a) I am a Partner with the applicant firm, Potter Anderson & Corroon LLP and have been admitted to appear before this Court.
- b) I am familiar with the work performed on behalf of the Debtors by the professionals in the firm.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such rule.

/s/ Christopher M. Samis

Christopher M. Samis (No. 4909)